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B258363

IN THE CIRCUIT COURT OF JACKSON COUNTY, MISSOURI, AT KANSAS CITY

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In the matter of the Application of
RESEARCH HOSPITAL (Pro Forma Decree
Corporation - Formerly Called
German Hospital Association
of Kansas City)

No. 147327
Division No. 6

PRO FORMA DECREE FOR
AMENDMENT OF ARTICLES OF ASSOCIATION

Be it remembered that on this 32nd day of the regular January Term, 1958, of the Circuit Court of Jackson County, Missouri, at Kansas City, the same being the 18th day of February, A. D. 1958, the following proceedings were had and made of record before the Honorable Joe W. McQueen, Judge of Division No. 6, in the above entitled cause.

D E C R E E

Now on this day come W. A. Reich, Henry J. Hodes, James H. Schuler and Karl J. Schroer, being respectively the President, Vice President, Secretary and Treasurer of Research Hospital, together with the members and all of the directors of said Research Hospital as more particularly set forth in the "Amended Articles of Association of Research Hospital", made a part of this decree, and submit to the Court their petition for amendment of its Articles of Association and also present to the Court the original executed "Amended Articles of Association of Research Hospital" to provide for amending the Articles of Association of Research Hospital (originally and formerly called German Hospital Association of Kansas City) to the end that said "Amended Articles of Association of Research Hospital" shall become by decree of this Court the full and complete charter of and the Articles of Association of said Research Hospital.

And it appearing to the Court that such petition for amendment and such "Amended Articles of Association of Research Hospital" were

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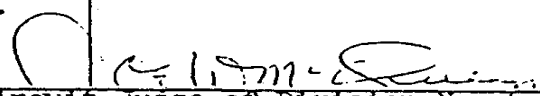
Walter H. Taber
Secretary of State.

ATTORNEYS AT LAW
1001 DWIGHT BUILDING 1004 BALTIMORE AVE.
KANSAS CITY 5, MO.

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presented to this Court on the 13th day of February, 1958, and have remained on file in the office of the Clerk of this Court at least three (3) days since such presentation, the Court having carefully examined such petition and Amendment of Articles of Association, and being fully advised in the premises, entertains no doubt and finds that such amendments are germane to its charter and may be made under the provisions of the Revised Statutes of Missouri, namely Chapter 352, Missouri Revised Statutes 1949 and Amendments Thereto, without said Association, to wit said Research Hospital, losing its personal identity.

IT IS, THEREFORE, CONSIDERED, ORDERED, ADJUDGED AND DECREED that all of the said amendments as set forth in said "Amended Articles of Association of Research Hospital" be and the same are hereby allowed as prayed and that the petitioners and their associates duly executing said petition for amendment and said "Amended Articles of Association of Research Hospital" be and they are hereby continued as a body politic incorporated by and under the corporate name of "Research Hospital", and that said original "Amended Articles of Association of Research Hospital" are made a part hereof by reference and incorporation and are hereto attached, all with the same force and effect as if same were copies and set forth in haec verba in this decree at this point to the end that said "Amended Articles of Association of Research Hospital" do hereby become by this decree the full and complete charter of and the Articles of Association of Research Hospital.


Circuit Judge of Division No. 6
of the Circuit Court of Jackson
County, Missouri, at Kansas City

STATE OF MISSOURI }
COUNTY OF JACKSON } ss.

I, Francis M. Cook, Clerk of the Circuit Court of Jackson County, Missouri, to wit of the County and State aforesaid, certify the above to be a true copy of the order and decree made in the matter aforesaid as fully as the same remains of record in my office,

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and that the original of the writing and proposed amendments to the charter, namely "Amended Articles of Association of Research Hospital (a pro forma decree corporation) are attached hereto.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the seal of said Court at my office in Kansas City, Jackson County, Missouri, this _____ day of February, A. D. 1958.

FRANCIS M. COOK, Clerk of the Circuit Court of Jackson County, Missouri, at Kansas City

By _____
Deputy Clerk

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Walter H. Tabernash
Secretary of State.

AMENDED ARTICLES OF ASSOCIATION

OF

RESEARCH HOSPITAL
(a pro forma decree corporation)

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, as members of the Corporation, for the purposes of amending the Articles of Association of Research Hospital formed as a corporation under the laws of Missouri relating to beneficial, religious, scientific, educational and miscellaneous associations under Chapter 352 of the Revised Statutes of Missouri, 1949, and Amendments Thereto, and in lieu of the Articles of Association heretofore entered into and all amendments thereto, and for the further purpose of having the Articles of Association as heretofore and as now amended, complete in these Amended Articles of Association to the end that said corporation would have and possess the powers and full legal effect of the following Articles of Association as amendments of and changes in and to the existing Articles of Association and Charter of said corporation so that hereafter the same shall be complete as follows, anything in former Articles of Association or any amendments thereof to the contrary notwithstanding:

ARTICLE I.

The name of this corporation shall be

RESEARCH HOSPITAL.

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ARTICLE II.

The principal office of this corporation shall be located and maintained in Kansas City, Jackson County, Missouri, with other offices or any other places of operation wherever the Board of Trustees may determine.

Walter H. Toberman
Secretary of State.

ARTICLE III.

The duration of this corporation shall be perpetual.

ARTICLE IV.

The purposes and objects of this corporation shall be as a charitable corporation as follows, to-wit:

(a) Basically, to care for the sick and to carry on research and teaching and to foster the health of the community, and in

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such connection to establish, operate and maintain hospitals, clinics, laboratories, plants and all manner of other facilities for the study and care of the human body or any part thereof, and the causes, effects, diagnosis, treatment and prevention of diseases, disorders, maladjustments and abnormalities of the human body;

(b) To engage in, carry on and conduct research, experiments, analyses, studies, laboratory work and all manner of scientific investigation relating to the mind or human body or any part or functioning thereof, or to the causes, effects, diagnosis, treatment and prevention of diseases, disorders, maladjustments and abnormalities of the human body;

(c) To carry on, conduct or take part in educational and training programs and courses of instruction in the field of medicine and preventive medicine and in nursing and in the regulation, diagnosis, treatment and cure of diseases, disorders, maladjustments and abnormalities of the human body;

(d) To engage in, carry on and conduct any and all of the foregoing to promote or assist in promoting the good health of the community and the encouragement of providing means and facilities for such purposes.

ARTICLE V.

This corporation shall have power in carrying out the aforesaid purposes, and pursuant to the laws of the State of Missouri under which this corporation is formed as a pro forma decree corporation:

(a) To sue and be sued, complain and defend, and to act in all matters in its corporate name;

(b) To take, purchase, acquire, receive, hold, lease or obtain by purchase, gift, bequest, devise, transfer or other conveyance, either absolutely or in trust, any property, real, personal or mixed, without limitation as to kind, amount, value or location, as may be reasonably necessary and proper for

carrying on the affairs of the corporation;

(c) To receive, take, manage, operate, accumulate, sell, convey, lease, mortgage, pledge, invest, reinvest, improve, insure or otherwise obtain, hold, manage, handle or dispose of any of the foregoing property or any interest therein, and to receive and invest any of the income therefrom;

(d) To accept and execute any trust, the purposes of which are lawful under the laws of Missouri and in keeping with the purposes of this corporation, and to receive and take by deed, contract, devise or any other form of transfer any property, real, personal or mixed, or any interest therein, for carrying on the purposes of any such trust;

(e) To make contracts and incur liabilities which may be appropriate to enable the corporation to accomplish any or all of its purposes, with or without the giving of security therefor; to borrow or obtain money for its corporate purposes at such rate of interest as the corporation may determine upon; to issue its notes, bonds and any other form of obligation and to secure any of its obligations by mortgage, pledge, deed of trust or other form of conveyance of all or any of its properties, securities and income;

(f) To apply for, obtain or otherwise acquire, to hold or use, enjoy and turn to account, and to grant licenses in respect to any and all policies, facilities or other procedures which may be carried on by the corporation, and to do any and all things necessary to procure, foster, promote and carry on any investigation, processes, formulas or any improvements or modifications thereof, including any letters patent, trade marks, trade names, trade symbols or any other lawful indication of origin or ownership as may be granted under any proper governmental regulation or law.

(g) To invest its properties and funds from time to time in any property, either real, personal or mixed, and to lend

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money for its corporate purposes, and to receive, take, hold or otherwise acquire any real or personal property as security for the payment of any funds invested or loan made by it;

(h) To do all things lawful and appropriate and incidental to or reasonably necessary for the carrying out of the purposes of this corporation and any of same.

ARTICLE VI.

This corporation shall have no capital stock and is not organized for business purposes and is not organized for the purpose of pecuniary profit, i.e., no member shall at any time make any profit from the operations of this corporation, but said corporation shall be operated exclusively for the purposes herein stated for charitable purposes and any and all funds or income which may arise from the carrying on of the purposes of the corporation shall be devoted exclusively to such purposes, all of the property, its proceeds and the income thereof being irrevocably dedicated to the hospital and the scientific, educational and charitable purposes of the corporation. The qualifications of the members of the corporation shall be fixed by the By-Laws. The hospital shall be non-sectarian and patients shall be received without regard to religion or nationality. The hospital shall not be held, however, to be under any obligation to receive for medical, surgical, nursing or other care any and all who may apply therefor. While every reasonable effort is to be made to take care of indigent patients, remuneration or pay may be accepted from such patients as are or may be able or willing to pay for services rendered and all receipts from same shall be expended for the benefit of the hospital.

Upon liquidation, dissolution or abandonment of this association, the property, its proceeds and the income therefrom shall not under any circumstances whatsoever inure to the benefit of any private person, but all of the property, its proceeds and the income thereof shall pass to such charitable corporation as may be selected by the last Board of Trustees as the governing board of this association which they shall determine to be nearest the said purposes of

this corporation and if the last Board of Trustees of this association shall not so act and provide, then all of said property, its proceeds and the income thereof shall pass to such corporation or corporations or charitable association as may be organized for such similar purposes and as may be selected and ordered by decree of the Circuit Court of Jackson County, Missouri, at Kansas City, namely by the court wherein this pro forma decree corporation is incorporated, so that in any event all of said property and the income therefrom shall be irrevocably devoted to charitable purposes.

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ARTICLE VII.

The governing board for the carrying on of the business affairs and property of this corporation shall be known as the

BOARD OF TRUSTEES

who shall take over the management of the business affairs and property of this corporation, the said Board to consist of not less than twenty-four (24) members and not more than thirty-six (36) members as may be provided from time to time by the By-Laws, the members of the Board to be elected by the members of the association in accordance with the provisions of the By-Laws of this corporation. The Board shall consist at this time of twenty-four (24) members, one-half of the Board consisting of the following members, to wit:

A. E. Bettis
H. C. Brent
* DeVere Dierks
Charles J. Epp
Carl H. Langknecht
W. G. McDowell

Henry J. Massman, Sr.
Frank Muehlschuster
Gustav Nottberg
Karl Schroer
Paul L. Stolz
Herbert H. Wilson

who shall serve for one (1) year until the next annual meeting of the corporation in 1958, or until their successors be duly elected and qualified, and the remaining one-half of said Board consisting of

C. A. Brockhouse
Roy K. Dietrich
Fred Ellfeldt
Henry Hodes
J. E. Longmoor
Harold W. Luhnrow

Charles S. Metzler
Ernest Neuer, Sr.
Walter A. Reich
George Reinhardt, Sr.
James H. Schuler
Robert P. Woods

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* Deceased before this instrument signed and his place left vacant

who shall serve for two (2) years and until the next annual meeting of the members of the corporation in 1959, or until their successors be duly elected and qualified, all of same being members of this corporation and joining with the other members as petitioners for the purpose of obtaining this amended charter for this pro forma decree corporation.

The officers of this association shall be President, Vice President, Secretary and Treasurer and such different or other officers as may be from time to time specified or provided by the By-Laws, and the following shall constitute the officers at this time and shall serve until their successors are duly elected and qualified, to wit:

President
Vice President
Secretary
Treasurer

Walter A. Reich
Henry Hodes
James H. Schuler
Karl Schroer

ARTICLE VIII.

By-Laws have been adopted at this time and the Board of Trustees of the corporation shall have power from time to time to repeal, amend, set up, establish and enforce By-Laws for the government, management and support of the corporation and may so do by a vote of the majority of the said Board of Trustees and may thereby prescribe the number, qualifications and method of election or appointment or tenure of the Trustees and of the officers of the corporation and may provide for the qualifications of the Active Members of the corporation and may provide, for delegating to individuals, partnerships, committees or groups of persons, trusts, officers or corporations, but at all times solely for the charitable purposes of the corporation, such power and authority incident to the handling, operation and management of the affairs of the corporation as may be from time to time determined and set up in the By-Laws and the Board of Trustees shall have power to accept or adopt on behalf of the corporation and subject the corporation to the provisions of any not-for-profit law of the State of Missouri.

IN WITNESS WHEREOF, we, the undersigned members of the corporation, have hereunto set our hands this 22nd day of May, 1957, and under oath swear that the foregoing facts are true.

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<u>J. E. Longmoor</u>	<u>James A. Schuler</u>
<u>Walter A. Reich</u>	<u>Robert P. Woods</u>
<u>Charles S. Metzler</u>	<u>Fred A. Ellfeldt</u>
<u>Henry J. Massman</u>	<u>Henry J. Hodes</u>
<u>Charles J. Epp</u>	<u>Gustav Nottberg</u>
<u>Paul L. Stolz</u>	<u>Paul L. Stolz</u>
<u>Karl J. Schroer</u>	<u>Roy K. Dietrich</u>
<u>H. W. Luhnnow</u>	<u>Carl H. Langknecht</u>
<u>Frank Muehl-schuster</u>	<u>Hal C. Brent</u>
<u>C. A. Brockhouse</u>	<u>W. G. McDowell</u>
<u>George Reinhardt, Sr.</u>	<u>Herbert H. Wilson</u>
<u>Ernest J. Straub</u>	<u>Ernest J. Straub</u>
<u>Ernest Neuer, Sr.</u>	

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STATE OF MISSOURI }
COUNTY OF JACKSON } ss.

Walter A. Tabernash
Secretary of State

On this 22nd day of May, 1957, before me, the undersigned Notary Public, personally appeared J. E. Longmoor, A. E. Bettis, James A. Schuler, Walter A. Reich, Henry J. Massman, Robert P. Woods, Charles S. Metzler, Fred A. Ellfeldt, Henry J. Hodes, Charles J. Epp, Gustav Nottberg, Paul L. Stolz, Karl J. Schroer, Roy K. Dietrich, H. W. Luhnnow, Carl H. Langknecht, Frank Muehl-schuster, Hal C. Brent, C. A. Brockhouse, W. G. McDowell, George Reinhardt, Sr., Herbert H. Wilson, Ernest J. Straub (a member only and not a Trustee or officer), and Ernest Neuer, Sr.,

to me personally known to be the persons described in and who executed the foregoing instrument and Amended Articles of Association as the members of said association and constituting the Board of Trustees and officers, each of them having severally acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I do hereunto set my hand and seal at my office in Jackson County, Missouri, the day and year last above written.



My commission expires _____.

Notary Public in and for
Jackson County, Missouri

STATE OF MISSOURI }
COUNTY OF JACKSON } ss.

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At the time of the signing hereof, to wit on the 22nd day of _____, 1957, all of the foregoing signers, to wit: J. E. Longmoor, A. E. Bettis, James A. Schuler, Walter A. Reich, Henry J. Massman, Robert P. Woods, Charles S. Metzler, Fred A. Ellfeldt, Henry J. Hodes, Charles J. Epp, Gustav Nottberg, Paul L. Stolz, Karl J. Schroer, Roy K. Dietrich, H. W. Luhnnow, Carl H. Langknecht, Frank Muehlschuster, Hal C. Brent, C. A. Brockhouse, W. G. McDowell, George Reinhardt, Sr., Herbert H. Wilson, Ernest J. Straub (a member only and not a Trustee or officer), and Ernest Neuer, Sr., were first duly sworn by me, the undersigned Notary Public, and each did state that the matters and facts contained in these "Amended Articles of Association of Research Hospital" are true and correct.

IN WITNESS WHEREOF, I, the undersigned Notary Public, do hereunto set my hand and seal at my office in Jackson County, Missouri, the day and year last above written.

My commission expires _____

Notary Public in and for
Jackson County, Missouri

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Walter A. Reinhardt
Secretary of State